Assignor/Licensee Information							
17) Assignor/Licensee is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company							
General Partnership Limited Partnership Limited Liability Partnership Consortium							
Other:							
18) FCC Registration Number (FRN);0003803483							
19) First Name (if individual):	МІ:	Last Name:	Suffix:				
20) Legal Entity Name (if not an individual) இழிந்து Wirele	ess Holdings, I	LLC					
21) Attention To: Wireless Regulatory Supervisor							
22) P.O. Box:	l	et Address: One Allied Drive, B1F02-D)				
24) City: Little Rock		25) State: AR	26) Zip Code:72202				
27) Telephone Number: (501)905-8555		28) Fax Number: (501)905-6193					
29) E-Mail Address: ACI,Wireless.Regulatory@alitel.com	ر ده چيدر						
30) Demographics of Assignor/Licensee (Optional): <u> </u>	÷*					
American Indian or Alaska Native	hnicity 6	alino N	i der: Nale				
-	Not Hispaniç	or Latino F	Female				
Black or African-American Native Hawaiian or Other Pacific Islander							
White							
Assignor/Licensee Contact Representative							
31) First Name:	MI:	Last Name:	Suffix:				
32) Company Name: ALLTEL Wireless Holdings, LLC							
33) Attention To: Wireless Regulatory Supervisor							
34) P.O. Box: An /Oi		et Address:					
36) City: Little Rock		37) State: AR	, 38) Zip Code: 72202				
39) Telephone Number: (501)905-8555		40) Fax Number: (501)905-6198	ī,				
41) E-Mail Address: ACI, Wireless. Regulatory@alltel.com							

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Selectione)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	ntity 🔲 Corpora	tion 🔀	Limited Liabi	ility Company
General Partnership Limited Partnership		imited Liability	Partners	hip 🔲 Consort	ium		
Other:		=					
43) FCC Registration Number (FRN) 00/185/1407/4			 				
44) First Name (If individual):	MI:		Last Na	ime:		 	Suffix:
45) Legal Entity Name (if not an individual) (Atlantis)	loldings	s LLC					···
46) Attention To: Clive D. Bode, Esq.	··; ··.						
47) P.O. Box:	And /Or	48) Street A	Address:	301 Commerce Stre	et, Sui	ite 3300	
49) City: Fort Worth		T. Part.		50) State: TX		51) Zip Code:	76102
52) Telephone Number: (817)871-4000		- Mileten Aller	53) Fax	Number:			
54) E-Mail Address: cbode@tpg.com	·			·			
55) Demographics of Transferor (Optional):			at Hillian				
Race: American Indian or Alaska Native	Ethr	nicity: lispanic or lat	ino		Gen N	der: Iale	
Asian		lot Hispanic o	Latino		□F	emale	
Black or African-American							
Native Hawaiian or Other Pacific Islander							
∐ White	٠				1		
Transferor Contact Representative	_			A Marie Care	~ .		1
56) First Name: Kathleen	MI:	Q	Last Na	ame: Abemathy	lo	·-·	Suffix:
57) Company Name: Akin Gump Strauss Hauer & Fe	eld LLP				or 1,81	<u>.</u>	
58) Attention To:						···	
59) P.O. Box:	And /Or	60) Street	Address: 1	333 New Hampshire	Ave., i	NW	
61) City: Washington				62) State: DC		63) Zip Code	: 20036
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4	288		
66) E-Mail Address: kabernathy@akingump.com							

Assignee/Transferee Information							
67) Assignee/Transferee is a(n): (Select One)							
☐ Individual ☐ เปกักฏcorporated Association ☐	Trust	☐ Gove	ernment Er	ntity 🔲	Corporation [Limited Liabil	ity Company
☐ Seneral Partnership Limited Partnership	Li	imited Liability	/ Partnersi	hip 🔲	Consortium		
Other:							
A STATE OF THE STA							
68) FCC Registration Number (FRN): 0003290673							τ
69) First Name (if individual):		MI:	Last Na	me:			Suffix:
70) Legal Entity Name (if not an individual); @elico Part	nershi	ip					
71) Attention To: Michael Samsock	ellen.		-			· · · · · · · · · · · · · · · · · · ·	
72) Real Party in Interest FCC Registration Number 15	N)	0003290673			·	······································	
73) Name of Real Party in Interest: Celico Partnership,							
	Alid's Or Mar	EP EL CAPER	Address:	1300 Eye S	St., NW - Suite	400 West	
76) City: Washington				77) State:	DC	78) Zip Code: 2	20005
79) Telephone Number: (202)589-3768			80) Fax	Number:	(202)589-3750		· · · · · · · · · · · · · · · · · · ·
81) E-Mail Address; Michael.Samsock@VerizonWirele	ss.co	m _{Sa}	in the second	r (n zerou	,		
		7.6	45 53 	Ç);			
82) Demographics of Assignee/Transferee (Opti): :icity:	THE REAL PROPERTY.		Gen	ider:	,
American Indian or Alaska Native	Пн	lispanic or La	tino 🎒			/lale	
Asian	□и	lot Hispanic o	r Latino		│□F	emale	
Black or African-American							
Native Hawaiian or Other Pacific Islander						1	
White							
Assignee/Transferee Contact Representative (if	other	than Assigr	nee/Trans	sferee)	1.0		· · · · · · · · · · · · · · · · · · ·
83) First Name: Nancy	М	l: J	Last Na	me: Victor	y 🧎	v	Suffix:
84) Company Name: Wiley Rein LLP					Agrico Grand Signatur Miller Signatur Grand Grand Grand	jų.	
85) Attention To:						1. n	·
	And /Or	87) Street	Address:	1776 K Str	eet NW		
88) City: Washington				89) State:	: DC	90) Zip Code:	20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (2	202)719-7049		
93) E-Mail Address: nvictory@wileyrein.com		·			· · · · · · · · · · · · · · · · · · ·		

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee amalien or the representative of an alien?	(N′) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Ŋ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any composition organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling (5) Under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(ү) <u>Ү</u> ез <u>М</u> о
Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FOO station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(И <u>) Y</u> es <u>Й</u> о
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>М</u> о

102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize gadio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?

(N) Yes No

Assignor/Transferor Certification Statements

- The Assignor/Transferoscertifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Bommunications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission is Rules.
- 2) The Assignor/Transferon certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and that it is not delinquent on any non-tax debt owed to any recent the commission licenses and the commission licenses are commission.

Typed or Printed Name on Authorized to Sign								
103) First Name:	197	MI:	Last Name:	Suffix:				
CLIVE		D	BODE	ESQ				
104) Title: VICE PRESIDENT	· · ·	· · · · · · · · · · · · · · · · · · ·						
Signature: CLIVE D BODE ESQ	A STATE OF S			105) Date: 06/13/2008				

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATIONILICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

- 1) The Assignee/Transfere certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- The Assignee/Transferee certifies that grant on this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*

 *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Continumications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it not apply of the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. \$ 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition partition the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name: Scott	Suffix:						
107) Title: VP Deputy General Counsel - Regulatory L									
Signature: John T Scott III			108) Date: 06/13/2008						

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115)
Call Sign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency	Lower or Center	Upper Frequency (MHz)	Constructed Yes / No
KNKA227	CL- Cellular					,	Y
KNKA383	CL - Cellular						Y
		3					
KNKA427	CL - Cellula P						Υ
KNKA491	CL - Cellular	,					Υ
KNKA595	CL - Cellular		ا ا				Y
KNKA615	CL - Cellular						Υ
KNKN605	CL - Cellular			eth.			Ÿ
KNKN794	CL - Cellular		ensea.				Υ
KNKN902	CL - Cellular			1.			Υ
KNKN918	CL - Cellular			102.5. All		-	Y
WLK444	CF - Common Carrier Fixed Point to Point Microwave						Y
WLK445	CF - Common Carrier Fixed Point to Point Microwave			120			Υ
WLR577	CF - Common Carrier Fixed Point to Point Microwave				124		Υ
WLT916	CF - Common Carrier Fixed Point to Point Microwave				- 4	1	Y
WLT917	CF - Common Carrier Fixed Point to Point Microwave				100	a.	Υ
WLT921	CF - Common Carrier Fixed Point to Point Microwave				H. Z.	2	Y
WMI214	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMJ351	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WMW875	CF - Commonit Carrier Fixed Rount to Rollfully icrowave		,,				Y
WPON621	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOQ347	CF - Common Carrier/Fixed Point to Point Microwave	i de la companya de l					Ý
WPOQ349	CF - Common Carrier Fixed Point to Point Microwave		i.				Ÿ
WPOQ350	CF - Common Carrier Fixed Point to Point Microwave		1 th	_			Y
WPOQ351	CF - Common Carrier Fixed Point to Point Microwave	# 15 P	,				Y
WPRS216	CF - Common Carrier Fixed Point to Point Microwave		gia.				Ÿ
WPRS218	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 13:44:59

File Number: 0003465014

FCC 603

FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB

Main Form

Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

3060 - 0800 See instructions for public burden estimate

General Information

	177 074	
1)	Application Purpose (Select only one) (FIG)	
	AA - Assignment of Authorization TC - Transfer of Control WD - Withdrawai MT - Required Notification (For Consumm EX - Request for Extension of Time (To C	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the license rather licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that rate and included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leading polication.	File Number: 0003463892
1	Does this application for Assignment of Authorization of Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	s and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	lf 'Y', attach an exhibit justifying how the applicant is exempt from FCC@@ppication.fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	. Does this application include a request for waiver of the Commission's rules (otherstrant) a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N) <u>Y</u> es	<u>N</u> c
8a) The Assignment of Authorization or Transfer of Control is:	(X.) Voluntary	() Involun	ıtary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	3(MM/DD/YYYY)	1 1	
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?		(N) <u>Y</u> es	<u>N</u> c
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		() <u>Y</u> es	<u>N</u> c
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	1 1	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?		() <u>Y</u> es	<u>N</u> c
If 'Y', complete Schedule B and, if applicable, Schedule C.			
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	}	() <u>Y</u> es	No

FCC 603 - Main Form February 2008 - Page 1

11\ F	low will/has the Assignment of Authorization	or Transfer of Contro	I he/heen accomplished? Select One: (т)	
	ale or other assignment of assets	Court order	Reorganization or liquidation		
-	ransfer of stock or other ownership interest	_	Too. 2 manual or advication		Į
) ~	fations of death of other officially interest	•	•		1
2	ther (voting trust agreement, management	contract, etc.):			
L					·
	4.35				
Desig	nated Entity Information (1642a, 12b o	r 12c is 'Y', Schedule	A is required to be completed.)		
12a)	Does this application for Assign metrifof Authoriginally awarded with bidding cledits within	orization or Transfer on the contraction of the contract of th	of Control involve any licenses that were	()⊻es <u>N</u> o
12b)	Does this application for Assignment of Auli originally subject to the Commission's insta	orization or Transfer of Iment payment plan?	of Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of Autoriginally granted pursuant to closed biddi	iorization or Transfer on ng within the last five y	of Control involve any licenses that were rears?	() Yes No
Com	petition-Related Information				
13)	Does this application for Assignment of Au	thorization or Transfer	of Control involve a license(s) that may	/v	\ Ves No
'3'	be used for interconnected mobile voice an	d/or data services that	would, if assigned or transferred, create	(4) <u>Y</u> es <u>N</u> o
	a geographic overlap with another license indirect interests (of 10 percent or more), el	ther as <u>allicens</u> ee of s	pectrum lessee/sublessee, and that also		•
	could be used to provide interconnected n	THE MEMBER			
14a)	Does the Assignee/Transferee hold direct already has access to 10 MHz or more spe Specialized Mobile Radio (SMR) services geographic area?	or indirect interests (or ectrum in the Cellulari through license(s)	(10)percent or more) in any entity that (2dio elephone, broadband PCS, or (3) or sublease(s) in the same	(Y) <u>Y</u> es <u>N</u> o
14b)	Would/does this application for Assignment of entities providing service (using spectrum affected market(s)?	nt of Authorization or all m in any of the threets	ransier of Control reduce the number ervices (is ed in item 14a) in the	, (Y) <u>Y</u> es <u>N</u> o
D	thand Dadie Coming and Education	al Burndhand Carr			
Broa	dband Radio Service and Education	al Broadband Serv	ice information	<u> </u>	
15a)	Will the requested facilities be used to pro-	vide multichannel, vide	o programming?	• () <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfered	e operate, control or h	ave attributable interest (as defined in		
,	Section 27.1202 of the Commission's Rule located within the geographic area of the	s) in a cable television	n system whose franchise area is	() <u>Y</u> es <u>N</u> o
	• • •	•		i.,	
	If 'Y', provide an exhibit explaining how the Commission's Rules or justifying a waiver requested, 6a must be answered 'Y'.	Assignee/Transferee of that rule. If a waive	complies with Section 27 (202 of the r of the Commission's Rules) is being	TO THE STATE OF TH	
16)	Does the Assignee/Transferee comply with 27.1203 of the Commission's Rules?	n the programming red	uirements contained in Section:	() <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waiver or requested, 6a must be answered 'Y'.		complies with Section 27.1203 of the		

Assignor/Licensee Information	····-					
17) Assignor/Licensee is a(n): (Select One)					•	
☐ Individual ☐ Ünincorporated Association ☐	Trust	Gove	rnment E	ntity 🔲 Corporation 🗵	Limited Liability Com	pany
☐ General Partnership	Lim	nited Liability	Partners	hip Consortium		
Other:					<u> </u>	
18) FCC Registration Number (FRN):0004968285					t .	
19) First Name (if individual):		MI:	Last	Name:		Suffix:
20) Legal Entity Name (if not an individual): ALLTEL W	/ireless c	of Alexandria	LLC			
21) Attention To: Wireless Regulatory Supervisor						
22) P.O. Box:	And Ør	23) Street A	ddress:	One Allied Drive, B1F02-D)	
24) City: Little Rock				25) State: AR	26) Zip Code:72202	
27) Telephone Number: (501)905-8555 28) Fax Number: (501)905-6193						
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	om			· · · · · · · · · · · · · · · · · · ·	1	
30) Demographics of Assignor/Licensee (Optio	nal):	enil				
Race: American Indian or Alaska Native		city≱ panic or Lati	no "	Ğen □ N	der: lale	
Asian	□No	t Hispanicion	Latino	[}]	emale	
Black or African-American		1.2				
Native Hawaiian or Other Pacific Islander						
White	<u> </u>					
Assignor/Licensee Contact Representative					· · · · · · · · · · · · · · · · · · ·	
31) First Name:	^	AI:	Last Na	me:	Suffix	:
32) Company Name: ALLTEL Wireless of Alexandria,	LLC			1°		
33) Attention To: Wireless Regulatory Supervisor						
34) P.O. Box:	And /Or	35) Street A	Address:	B1F02-D	, .	
36) City: Little Rock 37) State: AR .38) Zip Code: 72202						
39) Telephone Number: (501)905-8555			40) Fax Number: (501)905-6193			
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	om					

Assignee/Transferee Information			·				
67) Assignee/Transferee is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment Ei	ntity Corporat	ion 🗌	Limited Liabili	ty Company
☑ General Partnership ☐ Limited Partnership	☐ Li	mited Liability	Partnersl	nip 🔲 Consortio	um		
Other:			_				
68) FCC Registration Number (FRN): 0003290673							
69) First Name (if individual):		MI:	Last Na	ne:			Suffix:
70) Legal Entity Name (if not an individual). Cellco Rar	tnershi	p					
71) Attention To: Michael Samsock	of 124, 50						
72) Real Party in Interest FCC Registration Number (6)	State of the	003290673				·····	
73) Name of Real Party in Interest: Cellco Partnership							
74) P.O. Box:	Afrd' Ør	75) Street /	\ddress:	1300 Eye St., NW – S	Suite 40	00 West	
76) City: Washington				77) State: DC	7	78) Zip Code: 2	0005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)589-	3750		
81) E-Mail Address: Michael.Samsock@VerizonWirele	ess.coi	n	- n r s	<u> </u>			
82) Demographics of Assignee/Transferee (Opt	ional)	Ϋ́ :	ALL THE STATE OF T	All the state of t			
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lat	ino 🙀		Gend Ma		<u></u>
Asian	ПN	ot Hispanic o	Latino		∏Fe	male	
Black or African-American				- 87 A	Br.		,
Native Hawaiian or Other Pacific Islander				2, 45	'		
White	<u> </u>					.	
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Trans	feree)			·
83) First Name: Nancy	М	l: J	Last Na	me: Victory			Suffix:
84) Company Name: Wiley Rein LLP				ą		·	,
85) Attention To:							
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street NW	115	*	
88) City: Washington 89) State: DC 90) Zip Code: 20006					20006		
91) Telephone Number: (202)719-7344 92) Fax Number: (202)719-7049							
93) E-Mail Address: nvictory@wlleyrein.com							

Ownership Disclosure Information

Muetatilb piactoarte imortification	T
94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(ү) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transferee a foreign/government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling (s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and garaphic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign owners tilp ruling pursuant to Section	(Y) <u>Y</u> es <u>N</u> o
310(b)(4) of the Communications Act.	1
Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FCG station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Y</u> es <u>N</u> o

Assignor/Trans	fores Co	wification.	Statements
ASSIGNOT/ I rans	teror Ce	runcauon	Statements

1)	The Assignor/Transferor ce	rtifies either tha	at (1) the authorization	will not be assign	ed or that contro	of the license(s) will	not be transfer	red until the
-	consent of the Federal Con	imunications C	ommission has been	diven, or (2) priof	Commission co	nsent is not required	because the tra	ansaction is
	AALIAALII AL ILLA L AAALAILAALI	ILLIALDANIADA A	AUTURANAU UNA NANU	Sitani at (w) bilat	A A I I I I I I I I A A A A A A A A A A	HOOFIE IN HACHOMINION	NAANNAA IIIA II	MITANAMAITA
	subject to streamlined notific	cation procedu	res for <i>pro forma</i> assig	nments and trans	fers by telecomr	nunications carriers.	See Section 1.	948(c) (1) of
	the Commission Rules.							
	***************************************	- M-				· · · · · · · · · · · · · · · · · · ·		

- The Assignor/Transfetor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any it is not delinquent on any non-tax debt owed to any it is not delinquent. 3)

Typed or Printed Name of Barty Authorized to Sign						
103) First Name:	13. 13. 12. 13. 13. 13. 13. 13. 13. 13. 13. 13. 13	Mi:	Last Name:	Suffix:		
CLIVE	* 4	D	BODE	ESQ		
104) Title: VICE PRESIDE	NT .					
Signature:				105) Date:		
CLIVE D BODE ESQ		5, e		06/13/2008		

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY CALTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION IN CENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

- The Assignee/Transfered certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the license (s) munications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to the commission procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Configurations commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it nor any office party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. \$ 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Cast Name	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L	-		
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115)
Call Sign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency Number	Lower or Center Frequency (MHz)	Upper Frequency (MHz)	Constructed Yes / No
KNKA588	CL. Çellular	-					Υ
WLU555	CF - Common Carrier Fixed Point to Point Microwaye	₹.agg			,		Y
WLU556	CF - Common Carrier Fixed Point to Point Microwaye						Y
WML804	CF - Common Carrier Fixed Point to Point Microwave	170 000 01					Y
WML805	CF - Common Carrier Fixed Point to Point Microwave	" i j.s.					Y
WML911	CF - Common Carrier Fixed Point to Point Microwave	4,3					Y
WMW925	CF - Common Carrier Fixed Point to Point Microwave	,		sh.			Y
WMW926	CF - Common Carrier Fixed Point to Point Microwave						Ÿ
WMW927	CF - Common Carrier Fixed Point to Point Microwave						Y
WPZB993	CF - Common Carrier Fixed Point to Point Microwave			and the state of t			Ÿ

Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 13:45:46

File Number: 0003465015

FCC 603 Main Form FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB 3060 - 0800

Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

See instructions for public burden estimate

General Information

1)	Application Purpose (Selection Prone) (ICE)	
	AA - Assignment of Authorization AM Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Co	
2)	If this application is for an Amendment (A)M) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leading polication.	File Number: 0003463892
3c)		(^Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	if 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	.
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N) <u>Y</u> es I	No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary	() Involunta	ary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	. (MM/DD/YYYY)	1 1	
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?		(N)Yes I	<u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	. 발 . t	() <u>Y</u> es <u>I</u>	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	. / /	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.		(↔ /) <u>Y</u> es <u>I</u>	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		() <u>Y</u> es <u>!</u>	Νo

Sale or other assignment of assets	Court order	Reorganization or liquidation	
Iransfer of stock or other ównership inte	resis		
Other (voting trustragreement) management	ent contract, etc.):		
			<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>
A 4 1 m ett 1 m et			
Designated Entity Information (If 12a, 12	20 of 12c is 'Y', Schedule F	A is required to be completed.)	
12a) Does this application for Assignment of A originally awarded with bidding credits w		Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of originally subject to the Commission's in	Üifjorization or Transfer of ställment payment plan?	Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of originally granted pursuant to closedible			() <u>Y</u> es <u>N</u> o
Competition-Related Information		·	
13) Does this application for Assignment of be used for interconnected mobile voice a geographic, overlap with another lice indirect interests (of 10 percent or more could be used to provide interconnecte	and/or data services that w nse(s) in which the Assign), either as allicensee or spe	vould, if assigned or transferred, create nee/Transferee already holds direct or ectrum lessee/sublessee, and that also	(
14a) Does the Assignee/Transferee hold dire already has access to 10 MHz or more Specialized Mobile Radio (SMR) service geographic area?	ect or indirect interests (of	10 percent or more) in any entity that	(ү) <u>Y</u> es <u>Ņ</u> o
14b) Would/does this application for Assignr of entities providing service (using spec affected market(s)?	nent of Authorization or are trum in any of the three se	ansfer of Control reduce the number invicestisted in item 14a) in the	(Y) <u>Y</u> es <u>N</u> o
Broadband Radio Service and Educati	onal Broadband Service	celliformation	
15a) Will the requested facilities be used to		Service Control of the Control of th	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transfe Section 27.1202 of the Commission's R located within the geographic area of the	tules) in a cable television		() <u>Y</u> es <u>Ņ</u> o
If 'Y', provide an exhibit explaining how Commission's Rules or justifying a waiv requested, 6a must be answered 'Y'.	the Assignee/Transferee over of that rule. If a waiver	complies with Section 27.1202 of the of the Commission's Rule (5) is being	
16) Does the Assignee/Transferee comply 27.1203 of the Commission's Rules?	with the programming requ	uirements contained in Sections	() <u>Y</u> es <u>N</u> o
If 'N', provide an exhibit explaining how Commission's Rules or justifying a waiv requested, 6a must be answered 'Y'.	the Assignee/Transferee c er of that rule. If a waiver o	omplies with Section 27.1203 of the	

Assignor/Licensee Information							
17) Assignor/Licensee is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☒ Corporation ☐ Limited Liability Company							
General Partnership Limited Partnership Limited Liability Partnership Consortium							
Other:							
18) FCC Registration Number (FRN) 0004524096							
19) First Name (if individual):	MI:	Last Name:				Suffix:	
20) Legal Entity Name (if not an individual): ALLTEL Wireless of Michigan RSA #1&2, Inc.							
21) Attention To: Wireless Regulatory Supervisor							
22) P.O. Box: One Allied Drive, B1F02-D							
24) City: Little Rock	greps State on State on	25) State: AR 26) Zip Code:72202				202	
27) Telephone Number: (501)905-8555 28) Fax Number: (501)905-6193							
29) E-Mail Address: ACI, Wireless. Regulatory@alltel.com							
30) Demographics of Assignor/Licensee (Optional):							
ace: Ethnicity: Gender: Hispanic or Latino Male							
Asian	an ☐ Not Hispanic, or Latino ☐ Female						
☐ Black or African-American							
Native Hawaiian or Other Pacific Islander	ive Hawalian or Other Pacific Islander						
White							
Assignor/Licensee Contact Representative							
31) First Name:	MI:	Last Name	: 4		,	Suffix:	
32) Company Name: ALLTEL Wireless of Michigan RSA #1&2, Inc.							
33) Attention To: Wireless Regulatory Supervisor							
34) P.O. Box: And /Or		et Address: Allied Drive, B1F02-D					
36) City: Little Rock 37) State: AR 38) Zip Code: 72202						72202	
39) Telephone Number: (501)905-8555	40) Fax Number: (501)905-6193						
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com							